

RECORDATION NO. 20980-A FILED

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JAN 22 '02

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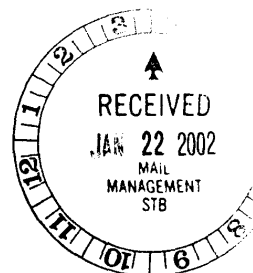
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 22, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan Agreement, Chattel Mortgage and Security Agreement Modification Agreement dated as of January 15, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 20980.

The names and addresses of the parties to the enclosed document are:

Debtor: Southern Illinois Railcar Company, L.L.C.
One Mark Twain Plaza
Edwardsville, Illinois 62025

Secured Party: Allfirst Bank
25 South Charles Street
Baltimore Maryland 21202

A description of the railroad equipment covered by the enclosed document is:

Forty-seven (47) covered hopper railcars within the series AEX 6859 - AEX 6990 not inclusive (formerly SIRX 172231 - SIRX 520127 not inclusive) as set forth on Exhibit A attached to the Memorandum.

Mr. Vernon A. Williams
January 22, 2002
Page 2

A short summary of the document to appear in the index is:

Memorandum of Loan Agreement, Chattel Mortgage and Security
Agreement Modification Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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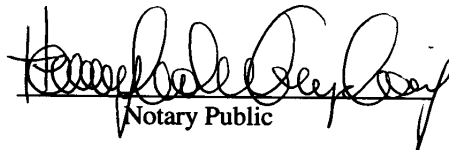
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STATE OF MARYLAND
SS:
CITY OF BALTIMORE

SURFACE TRANSPORTATION BOARD

THIS IS TO CERTIFY that the attached Memorandum of Loan Agreement, Chattel Mortgage and Security Agreement Modification Agreement is a true and complete copy of said Memorandum of Loan Agreement, Chattel Mortgage and Security Agreement Modification Agreement.

WITNESS my hand and seal this 22nd day of January, 2002.


Notary Public

My Commission Expires:

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

**MEMORANDUM OF LOAN AGREEMENT, CHATTEL MORTGAGE AND
SECURITY AGREEMENT MODIFICATION AGREEMENT**

dated as of January 15, 2002

by and between

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.
as Debtor

and

ALLFIRST BANK,
as Secured Party

**MEMORANDUM OF LOAN AGREEMENT, CHATTEL MORTGAGE AND SECURITY
AGREEMENT MODIFICATION AGREEMENT**

THIS MEMORANDUM OF LOAN AGREEMENT, CHATTEL MORTGAGE AND SECURITY AGREEMENT MODIFICATION AGREEMENT (this "Agreement") is made as of this 15th day of January, 2002, by and between ALLFIRST BANK (formerly known as The First National Bank of Maryland), a Maryland state-chartered banking corporation (the "Secured Party") and SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company (the "Debtor"), witnesseth:

Recitals

A. The Debtor and the Secured Party are parties to that certain Loan Agreement, Chattel Mortgage and Security Agreement dated as of October 31, 1997 (the "Loan Agreement"), pursuant to which the Secured Party agreed to make to the Debtor the loan described in the Loan Agreement.

B. To secure the Borrower's Obligations (as defined in the Loan Agreement) to the Secured Party, the Debtor granted to the Secured Party a security interest in, among others, certain covered hopper cars described in Exhibit A attached hereto (the "Railcars") leased by the Debtor to Bunge North America, Inc. (formerly known as Bunge Corporation) (the "Lessee") pursuant to a Lease Agreement (the "Lease") dated September 1, 1995 by and between the Debtor, as lessor and the Lessee, as lessee, and assigned to the Secured Party all of its rights, title and interest in the Lease.

C. The Memorandum of Loan Agreement, Chattel Mortgage and Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303(a) on November 5, 1997 under the Recordation No. 20980 (the "Memorandum").

D. Two (2) of the Railcars were withdrawn from the Lease pursuant to Section 16 of the Lease. One (1) of the Railcars was withdrawn from the Lease pursuant to Section 10 of the Lease.

E. The Lessee changed its name from Bunge Corporation to Bunge North America, Inc. and re-numbered the remaining Railcars.

F. The Secured Party and the Debtor desire to amend certain provisions of the Memorandum.

TERMS

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby represent as follows:

1. The facts set forth above are true and accurate in each respect.

2. The Memorandum is hereby amended so that every reference to the Lessee shall be deemed to refer to Bunge North America, Inc.

3. Section 1 of Exhibit A to the Memorandum is hereby deleted in its entirety and Exhibit A attached hereto and made a part hereof shall be inserted in lieu thereof.

4. The term "this Memorandum" as used in the Memorandum shall mean the Memorandum as modified herein unless the context clearly indicates or dictates a contrary meaning.

5. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Secured Party and the Debtor have caused this Agreement to be executed as of the date first above written.

WITNESS:

H. Folio

ALLFIRST BANK, as Secured Party

By: [Signature] (SEAL)
Richard M. Folio
Vice President

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.,
as Debtor

[Signature]

By: [Signature] (SEAL)
Name: Rich L. Puras
Title: Manager

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

STATE OF Maryland, County of Baltimore, TO WIT:

On this 22nd day of January, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of the Vice President, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

My Commission Expires:

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 20, 2005

On this 21 day of December, 2001, before me, a Notary Public of the City and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a Manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the President of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Jean Myers
Notary Public

My Commission Expires: 10/17/05

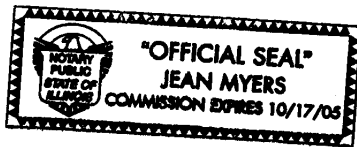


Exhibit A

1. Forty-Seven (47) covered hopper railcars bearing the following reporting marks and numbers that the Debtor leased to Bunge North America, Inc.

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6859	SIRX	172231	7/13/01
AEX	6860	SIRX	172372	7/13/01
AEX	6861	SIRX	172451	5/31/00
AEX	6862	SIRX	172689	7/3/00
AEX	6863	SIRX	172769	10/9/00
AEX	6864	SIRX	172770	5/25/00
AEX	6865	SIRX	172771	9/11/00
AEX	6866	SIRX	172772	4/14/00
AEX	6867	SIRX	172774	6/21/00
AEX	6868	SIRX	172779	5/12/00
AEX	6869	SIRX	172786	3/15/01
AEX	6870	SIRX	172787	9/8/00
AEX	6871	SIRX	172790	7/6/01
AEX	6872	SIRX	172791	7/14/00
AEX	6873	SIRX	172793	6/15/00
AEX	6874	SIRX	172794	8/23/00
AEX	6875	SIRX	172795	7/11/00
AEX	6876	SIRX	172796	6/26/00
AEX	6877	SIRX	172797	7/7/00
AEX	6878	SIRX	172799	6/26/00
AEX	6962	SIRX	520098	5/10/01
AEX	6963	SIRX	520099	7/18/00
AEX	6964	SIRX	520101	7/27/00
AEX	6965	SIRX	520102	6/13/00
AEX	6966	SIRX	520103	5/10/01
AEX	6967	SIRX	520104	4/2/01
AEX	6968	SIRX	520105	6/4/01
AEX	6969	SIRX	520106	4/30/01
AEX	6970	SIRX	520107	6/13/01
AEX	6971	SIRX	520108	4/26/00
AEX	6973	SIRX	520110	4/14/00
AEX	6975	SIRX	520112	4/10/01
AEX	6976	SIRX	520113	8/23/00
AEX	6977	SIRX	520114	6/26/00
AEX	6978	SIRX	520115	3/1/00
AEX	6979	SIRX	520116	8/23/00
AEX	6980	SIRX	520117	8/1/01

<u>New Car Numbers:</u>		<u>Old Car Numbers:</u>		<u>Date Restenciled:</u>
AEX	6981	SIRX	520118	7/5/01
AEX	6982	SIRX	520119	4/14/00
AEX	6983	SIRX	520120	2/8/01
AEX	6984	SIRX	520121	7/31/00
AEX	6985	SIRX	520122	7/14/00
AEX	6986	SIRX	520123	2/7/01
AEX	6987	SIRX	520124	4/17/01
AEX	6988	SIRX	520125	6/9/00
AEX	6989	SIRX	520126	10/25/01
AEX	6990	SIRX	520127	10/23/01